

COUNTY OF NORTHAMPTON

RECORDER OF DEEDS

NORTHAMPTON COUNTY GOVERNMENT CENTER
669 WASHINGTON STREET
EASTON, PENNSYLVANIA 18042-7486
Area Code (610) 559-3077

Ann L. Achatz - Recorder
Andrea F. Suter - Lead Deputy



Book - 2009-1 Starting Page - 181671
*Total Pages - 11

Instrument Number - 2009025066
Recorded On 7/15/2009 At 2:30:58 PM
* Instrument Type - COVENANTS
Invoice Number - 623010
* Grantor - SDC BETHLEHEM PROPERTY LLC
* Grantee - LEHIGH VALLEY INDUSTRIAL PARK INC
User - KAB
* Customer - FITZPATRICK LENTZ & BUBBA PC

* FEES

STATE WRIT TAX	\$0.50
RECORDING FEES	\$25.00
COUNTY RECORDS	\$2.00
IMPROVEMENT FEE	
DEEDS RECORDS	\$3.00
IMPROVEMENT FEE	
TOTAL PAID	\$30.50

* RECORDED BY:

FITZPATRICK LENTZ & BUBBA PC
4001 SCHOOL HOUSE LN
PO BOX 219
CENTER VALLEY, PA 18034-0219

I hereby CERTIFY that this document is recorded in the
Recorder's Office Of Northampton County, Pennsylvania



Ann L. Achatz

Ann L. Achatz
Recorder of Deeds

THIS IS A CERTIFICATION PAGE

Do Not Detach

THIS PAGE IS NOW THE FIRST PAGE
OF THIS LEGAL DOCUMENT

Book: 2009-1 Page: 181671



* - Information denoted by an asterisk may change during the verification process and may not be reflected on this page.

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The County Parcel Identification No. of the Property is: P72252.

GRANTOR: **SDC Bethlehem Property, LLC**
PROPERTY ADDRESS: **1245 Easton Road, Bethlehem,**
Northampton County, PA 18015

ENVIRONMENTAL COVENANT

This Environmental Covenant is executed pursuant to the Pennsylvania Uniform Environmental Covenants Act, Act No. 68 of 2007, 27 Pa. C.S. §§ 6501 - 6517 (UECA). This Environmental Covenant subjects the Property identified in Paragraph 1 to the activity and/or use limitations in this document. As indicated later in this document, this Environmental Covenant has been approved by the Pennsylvania Department of Environmental Protection (Department).

1. **Property Affected.** The property affected (Property) by this Environmental Covenant is located in the City of Bethlehem, Northampton County. The postal street address of the Property is: 1245 Easton Road, Bethlehem, PA 18015. The County Parcel Identification No. of the Property is: P72252. The latitude and longitude of the center of the Property affected by this Environmental Covenant is: 75 degrees 18 minutes 57.53 seconds west/40 degrees 36 minutes 17.9 seconds north. The Property is a parcel of land within a larger tract of land that has been known by the following names: Bethlehem Steel Corporation and Bethlehem Commerce Center. A complete description of the Property is attached to this Environmental Covenant as Exhibit A. A map of the Property is attached to this Environmental Covenant as Exhibit B.

2. **Property Owner/GRANTOR.** SDC Bethlehem Property, LLC is the owner of the Property. The mailing address of the Owner is: 1245 Easton Road, Bethlehem, PA 18015.

3. **Holder/GRANTEE.** The following is a "holder," as that term is defined in 27 Pa. C.S. § 6501, of this Environmental Covenant: Lehigh Valley Industrial Park, Inc., 1720 Spillman Drive, Suite 150, Bethlehem, PA 18015.

4. **Description of Contamination & Remedy.** The Property is part of a larger tract previously operated by Bethlehem Steel Corporation for the manufacturing of steel products dating back to at least the 1880's. As a result of those activities, the Property was contaminated with substances including heavy metals and organic compounds, including but not limited to, lead, 1,2,4-trimethylbenzene, 1,3,5-trimethylbenzene, benzene, naphthalene, toluene, total xylenes, and benzo(a)pyrene, associated with the storage and disposal of steel slag, steel products, coke, sand, gravel, foundry sand, refractory materials and miscellaneous construction and demolition debris previously deposited on the Property. Redevelopment and remediation of the Property was undertaken pursuant to a Consent Order and Agreement dated May 26, 2006 among the Pennsylvania Department of Environmental Protection, Grantor, and Lehigh Valley Industrial Park, Inc. A remedial investigation report was conducted and submitted to

DEP for approval and was approved on May 31, 2006. A Final Report was submitted to DEP under Act 2 in April 2008 and approved on May 7, 2008. All the aforementioned documents are on file with DEP at its Northeast Regional Offices at 2 Public Square, Wilkes-Barre, PA 18711-0790. In accordance with the Final Report, the Property has been remediated to meet the Site Specific Standard for non-residential use. The remedy includes select removal of "unsuitable" material and the capping of the site with buildings and parking in order to eliminate any exposure pathways, and the restriction on excavation or building within the designated restricted area.

5. **Activity and Use Limitations.** The Property is subject to the following activity and use limitations, which the Owner and each subsequent owner of the Property shall abide by:

5.1. The use of the Property shall be limited to commercial or industrial activity. In no event shall the Property or any part thereof be used for any of the following purposes:

- Single family or multi-family dwellings and other residential-style facilities, or otherwise as a residence or dwelling quarters for any person or persons;
- Parks, playgrounds or other recreational areas including, without limitation, parks with swing sets, sand boxes, swimming pools or any other kind of equipment;
- Campgrounds;
- Daycare centers, nurseries, kindergartens, elementary and secondary schools, vocational or technical schools, or similar facilities;
- Hospitals, nursing homes, shelters, group homes, or similar facilities;
- Cemeteries; and,
- The planting and raising of plants or crops for human consumption.

5.2. Any digging, excavating, grating, pile driving or other earth moving activities shall be conducted on the Property or any part thereof including, without limitation, the excavation or removal of asphalt, concrete, soil or other ground cover and foundations and the digging of foundations for buildings and trenches for utilities, in compliance with all applicable federal, state and local rules, regulations and ordinances including, without limitation those pertaining to the environment and those pertaining to human health and occupational safety, and in compliance with any post remediation care plan as presented in any Act 2 Cleanup Plan approved by the Pennsylvania Department of Environmental Protection and the USEPA for the Property or in the approved Soil Management Plan for the Property.

5.3. In order to address soil vapor concerns associated with an area of elevated VOC concentration, the installation of subsurface utilities and/or buildings will be restricted in the portion of the Property, denoted in Figure 3A, attached hereto as Exhibit B. There shall be no construction of any site infrastructure (buildings and underground utilities) within the area identified on Figure 3A (attached hereto), unless such structure includes a remedial or abatement system approved by the PADEP and USEPA. Information provided to PADEP and USEPA shall include specific information on risk analyses performed and/or engineering controls employed that demonstrate compliance with applicable state and Federal regulations governing risk based closure.

5.4. Without limiting the foregoing requirements, if any asphalt, concrete, soil or other ground cover is excavated and/or breached on any part of the Site, such asphalt, concrete, soil or other ground cover shall be properly addressed in compliance with the approved Soil Management Plan.

5.5. Groundwater underlying the Property shall not be used for any purpose (including, without limitation, human consumption, commercial or agricultural purposes) and no wells for the extraction thereof shall be installed, permitted or utilized on the Property or any part hereof; provided, however, monitoring wells may be installed and operated on the Property by Lehigh Valley Industrial Park, Inc., its successors and assigns, solely for the purpose of monitoring, treating and remediating such groundwater.

5.6. The owner of the Property must maintain any and all engineering control(s) required on the Property as part of the Soil Cleanup Plan approved by PADEP and USEPA on July 5 and 6, 2006, as may be amended and approved from time-to-time, and available at the Northeast Regional Office of PADEP.

6. **Notice to Owner of Amendments to the Approved Soil Cleanup Plan and/or Soil Management Plan.** PADEP and/or the Holder shall provide the then current Owner of the Property with timely written notice of any proposed amendment of the prior approved Soil Cleanup Plan and/or the Soil Management Plan relating to the Property and copies of the approved amended Plans. Failure to provide such notice shall constitute a waiver of any changes from the prior approved Plans until after such notice is received by the then current Owner.

7. **Notice of Limitations in Future Conveyances.** Each instrument hereafter conveying any interest in the Property subject to this Environmental Covenant shall contain a notice of the activity and use limitations set forth in this Environmental Covenant and shall provide the recorded location of this Environmental Covenant.

8. **Compliance Reporting.** By the end of every June following the effective date of this Environmental Covenant, the Owner and each subsequent owner, shall submit to the Department and the holder listed in Paragraph 3 written certification that the activity and use limitations in this environmental covenant are being abided by. The Owner and each subsequent owner shall submit, to the Department and any Holder listed in Paragraph 3: written documentation following transfer of the property; concerning proposed material changes in use of the property, including filing of applications for building permits for the property, or proposals for any site work, materially affecting the contamination on the property subject to this Environmental Covenant.

9. **Access by the Department.** In addition to any rights already possessed by the Department, this Environmental Covenant grants to the Department a right of access of the Property in connection with implementation or enforcement of this Environmental Covenant.


10. **Recordation & Proof & Notification.** Within 30 days after the date of the Department's approval, the Owner shall file this Environmental Covenant with the Recorder of Deeds for Northampton County, and send a file-stamped copy of this Environmental Covenant to the Department within 60 days of recordation. Within that time period, the Owner also shall send a file-stamped copy to each of the following: City of Bethlehem; the Holder; and each person holding a recorded interest in the Property.

11. **Termination or Modification.** This environmental covenant may only be terminated or modified in accordance with Section 9 of UECA, 27 Pa. C.S. § 6509.


12. **Department's Address.** Communications with the Department regarding this Environmental Covenant shall be sent to: Pennsylvania Department of Environmental Protection, Regional Environmental Cleanup Manager, 2 Public Square, Wilkes Barre, PA 18711-0790; and, Pennsylvania Department of Environmental Protection, Director, Land Recycling Program, Rachel Carson State Office Building, 400 Market Street, Harrisburg, PA 17105 .

Executed and acknowledged the date and year set forth below by:


SDC BETHLEHEM PROPERTY, INC., Grantor

By: 
Name: DOUGLAS F. COLSON
Title: PRESIDENT
Date: May 27, 2009

LEHIGH VALLEY INDUSTRIAL PARK, INC., Grantee

By: 
Name: Kerry A. Wrobel
Title: President
Date: June 17, 2009

APPROVED, by Commonwealth of Pennsylvania,
DEPARTMENT OF ENVIRONMENTAL PROTECTION

By: 
Name: Troy A. Conrad
Title: Director
Date: July 7, 2009

STATE OF Vermont)
COUNTY OF Bennington) SS:

On this 27 day of May, 2009, before me, the undersigned officer, personally appeared Douglas F. Colson President of SDC BETHLEHEM PROPERTY, INC. [Owner, Grantor], who acknowledged himself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that he executed same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Claudia Caporale
Notary Public

CLAUDIA CAPORALE, Notary Public
My Commission Expires 2-10-11

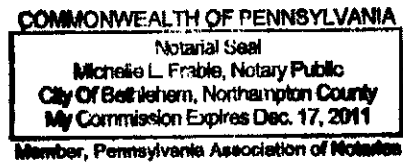
COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Northampton) SS:

On this 17th day of June, 2009, before me, the undersigned officer, personally appeared Kerry A. Wrobel, President of LEHIGH VALLEY INDUSTRIAL PARK, INC. [Holder, Grantee], who acknowledged himself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that he executed same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Michelle L. Frable
Notary Public



COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Dauphin) SS:

On this 7th day of July, 2009, before me, the undersigned officer, personally appeared Tracy A. Conrad, who acknowledged himself to be the Director, Land Recycling Program of the Harrisburg Central Office of the Commonwealth of Pennsylvania, DEPARTMENT OF ENVIRONMENTAL PROTECTION, or his designee, whose name is subscribed to this Environmental Covenant, and acknowledged that he executed same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Cory Lee Baker
Notary Public

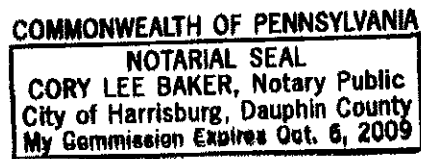


EXHIBIT "A"

THE PREMISES

ALL THAT CERTAIN tract of land known as Lot 52, previously known as Lot 2, of the LVIP VII - Easton Road 3, as shown on the Plans recorded in the Northampton County Courthouse on July 6, 2006, Record Book 2006-5, Page 453, entitled "Lot Line Adjustment Plan LVIP VII - Easton Road 3" Sheet 1 of 3, as prepared by Hanover Engineering Associates, Inc. (HEA Project 3565), situated in the 16th Ward of the City of Bethlehem, Northampton County, Pennsylvania, previously known as Lot 2 of the LVIP - Bethlehem Commerce Center - Easton Road 2, as shown on the Plans recorded in the Northampton County Courthouse on September 22, 2005, Record Book 2005-5, Page 555, entitled "Lot Line Adjustment Plan LVIP - Bethlehem Commerce Center - Easton Road 2" Sheet 1 of 3, as prepared by Hanover Engineering Associates, Inc. (HEA Project 3565), situated in the 16th Ward of the City of Bethlehem, Northampton County, Pennsylvania, is described as follows:

BEGINNING at the southeast corner of Lot 51 on the above-referenced Lot Line Adjustment Plan, said point being the TRUE PLACE OF BEGINNING; thence along the northerly right-of-way of Easton Road (SR 2006 various widths) North 64° 05' 45" East, 100.00 feet to a point; thence along said right-of-way North 64° 05' 45" East, 77.13 feet to a point; thence along said right-of-way the following four (4) courses and distances:

1. Along a curve to the right having a central angle of 10° 03' 14", a radius of 1012.50 feet, an arc length of 177.67 feet and a chord bearing and distance of North 69° 07' 22" East, 177.44 feet to a point; thence
2. North 74° 08' 59" East, 136.94 feet to a point; thence
3. North 74° 08' 59" East, 309.94 feet to a point; thence
4. Along a curve to the right having a central angle of 00° 31' 42", a radius of 5169.12 feet, an arc length of 47.66 feet and a chord bearing and distance of North 74° 24' 50" East, 47.66 feet to a point; thence through said lands of Lehigh Valley Industrial Park, Inc. (LVIP)

North 03° 18' 48" West, 869.97 feet to a point; thence along said lands and through the East branch of the Saucon Creek the following seventeen (17) courses and distances:

1. North 80° 09' 38" West, 235.00 feet to a point; thence
2. South 82° 39' 43" West, 111.26 feet to a point; thence
3. South 82° 39' 43" West, 83.74 feet to a point; thence
4. North 86° 03' 22" West, 135.00 feet to a point; thence
5. South 85° 15' 48" West, 105.00 feet to a point; thence
6. North 78° 51' 31" West, 50.00 feet to a point; thence
7. North 89° 59' 03" West, 154.16 feet to a point; thence
8. North 89° 59' 03" West, 20.84 feet to a point; thence

9. South 79° 30' 29" West 60.00 feet to a point; thence
10. North 83° 27' 03" West 155.00 feet to a point; thence
11. South 78° 50' 50" West 80.00 feet to a point; thence
12. North 80° 02' 29" West 135.00 feet to a point; thence
13. North 89° 38' 05" West 140.00 feet to a point; thence
14. South 85° 22' 53" West 145.00 feet to a point; thence
15. North 81° 03' 43" West 98.26 feet to a point; thence
16. North 81° 03' 43" West 56.74 feet to a point; thence
17. South 61° 36' 57" West 180.73 feet to a point; thence through said lands of LVIP and along the eastern boundary of Lot 51

South 02° 54' 56" East, 753.89 feet to a point; thence along said boundary of Lot 51

South 53° 06' 11" East, 451.43 feet to a point; thence continuing along said boundary of Lot 51

North 87° 06' 06" East, 700.13 feet to a point; thence

South 25° 54' 03" East, 137.03 feet to a point; said point being the PLACE OF BEGINNING.

CONTAINING approximately 1,959,335.27 square feet or 44.98 acres.

BEING NORTHAMPTON COUNTY TAX PARCEL IDENTIFIER:

P7-22-52

BEING THE SAME PREMISES which Lehigh Valley Industrial Park, Inc., a Pennsylvania corporation, by Deed dated August 1, 2006 and effective September 1, 2006, and recorded in the Office of the Recorder of Deeds of Northampton County, Pennsylvania in Record Book Volume 2006-1, Page 362383, granted and conveyed unto SDC Bethlehem Property, LLC, a Pennsylvania limited liability company.

TOGETHER WITH the rights of SDC Bethlehem Property, LLC, under that certain Reciprocal Easement Agreement between SDC Bethlehem Property, LLC and Lehigh Valley Industrial Park, Inc., dated August 1, 2006 and effective September 1, 2006, recorded in the Office for the Recording of Deeds in and for Northampton County in Record Book Volume 2006-1, Page 362533.

UNDER AND SUBJECT to covenants, conditions, easements and restrictions of record.

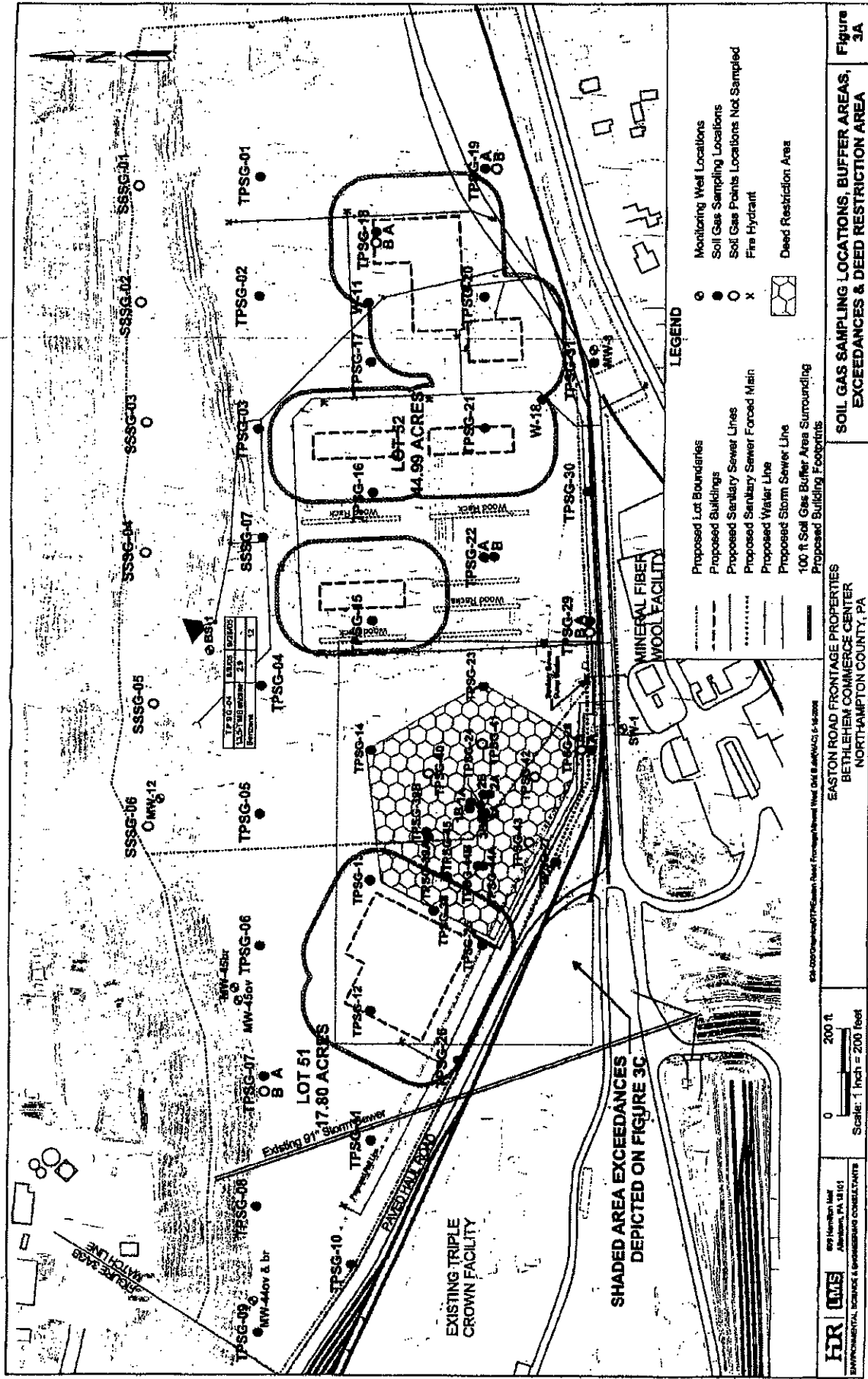


Exhibit B Figure 3A